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NEWS RELEASE

NOTICE PURSUANT TO ARTICLE 36 OF THE REGULATION ADOPTED BY CONSOB BY RESOLUTION NO. 11971 OF MAY 14, 1999, AS SUBSEQUENTLY INTEGRATED AND AMENDED (THE "ISSUERS' REGULATION") – PRELIMINARY RESULTS OF THE JOINT PROCEDURE FOR THE EXERCISE OF THE RIGHT TO PURCHASE PURSUANT TO ART. 111 OF THE CFA AND THE FULFILMENT OF THE OBLIGATION TO PURCHASE PURSUANT TO ART. 108, PAR. 1, OF THE CFA REGARDING THE RESIDUAL SHARES OF AUTOGRILL S.P.A.

With reference to the joint procedure for the exercise of the right to purchase pursuant to Article 111 of Legislative Decree No. 58 of 24 February 1998, as subsequently amended (the "**CFA**") and the fulfilment of the obligation to purchase under Article 108, Paragraph 1, of the CFA (the "**Joint Procedure**") commenced by Dufry AG ("**Dufry**" or the "**Offeror**") on July 10, 2023 for the 13,915,935 outstanding ordinary shares of Autogrill S.p.A. ("**Autogrill**" or the "**Issuer**") not held by the Offeror (the "**Residual Shares**") following the completion of the procedure to comply with the obligation to purchase under Article 108, Paragraph 2, of the CFA, the Offeror announces that the period, agreed with CONSOB and Borsa Italiana S.p.A., during which the holders of the Residual Shares were able to exercise their right to choose the type of Consideration for the Joint Procedure pursuant to Article 108, Paragraph 5 and Article 111, Paragraph 2 of the CFA, namely between the Share Consideration and the Cash Alternative Consideration, ended on July 17, 2023 (the "**Period for the Submission of the Requests for Sale Concerning the Joint Procedure**").

All terms not defined in this press release shall have the same meaning given to them in (i) the press release concerning the final results of the procedure to comply with the obligation to purchase under Article 108, Paragraph 2, of the CFA and the terms of the Joint Procedure published by the Offeror on July 6, 2023 as well as (ii) the offer document, approved by Consob with resolution no. 22661 of April 5, 2023, and published on April 11, 2023 (the "**Offer Document**") among others, on the Offeror's website (<u>www.dufry.com</u>) and on the dedicated website of Dufry (<u>www.opa-autogrill.com</u>).

Preliminary results of the Joint Procedure

Based on the information provided by UniCredit Bank AG, Milan Branch, in its capacity as intermediary responsible for coordinating the collection of the Requests for Sale Concerning the Joint Procedure, in the context of the Joint Procedure (including the Joint Procedure through the U.S. Private Placement) during the Period for the Submission of the Requests for Sale Concerning the Joint Procedure, Autogrill shareholders submitted Requests for Sale Concerning the Joint Procedure terlating to 8,923,417 Residual Shares, representing (i) 2.3176% of the Issuer's share capital and (ii) 64.1237% of the total Residual Shares.

In connection with the 8,923,417 Residual Shares for which Requests for Sale Concerning the Joint Procedure were submitted in the context of the Joint Procedure (including the Joint Procedure through the U.S. Private Placement):

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- the Share Consideration (namely, 0.1583 newly-issued ordinary shares of Dufry admitted to trading on Six Swiss Exchange per each Residual Share) will be paid to the holders of 8,760,500 Residual Shares, representing 98.1743% of the Residual Shares for which Requests for Sale Concerning the Joint Procedure were submitted in the context of the Joint Procedure (including the Joint Procedure through the U.S. Private Placement); and
- (ii) the Cash Alternative Consideration (namely, Euro 6.33 per each Residual Share) will be paid to the holders of 162,917 Residual Shares, representing 1.8257% of the Residual Shares for which Requests for Sale Concerning the Joint Procedure were submitted in the context of the Joint Procedure (including the Joint Procedure through the U.S. Private Placement).

Holders of Residual Shares who did not submit a Request for Sale Concerning the Joint Procedure relating to such shares will receive solely the Share Consideration, with the sole exception of those resident in the Excluded Countries who will receive the Cash Alternative Consideration.

The settlement of the Joint Procedure, consisting in the transfer to the Offeror of title to all of the Residual Shares (including, for the sake of clarity, the shares for which no Request for Sale Concerning the Joint Procedure was submitted) and the payment to the shareholders of Autogrill of the Consideration for the Joint Procedure will occur on the fifth Trading Day following the end of the Period for the Submission of the Requests for Sale Concerning the Joint Procedure, *i.e.* on July 24, 2023 (the "**Settlement Date of the Joint Procedure**"). In the press release containing the final results of the Joint Procedure that will be published prior to the Settlement Date of the Joint Procedure, the Offeror will include, among other things, information concerning the delivery of the Consideration for the Joint Procedure to the holders of Residual Shares that did not submit a Request for Sale Concerning the Joint Procedure.

Finally, please note that by means of decision no. 8959 issued on July 6, 2023, Borsa Italiana S.p.A. ordered the delisting of the Issuer's shares from the Euronext Milan organized and managed by Borsa Italiana S.p.A. as from July 24, 2023, after suspending the trading of Autogrill shares during the sessions of July 20 and 21, 2023.

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Legal Disclaimer

The mandatory public exchange offer (the "**Offer**") is launched exclusively in Italy and is made on a nondiscriminatory basis and on equal terms to all holders of Autogrill shares, as indicated in the notice published pursuant to article 102 of the Italian Legislative Decree No. 58 of February 24, 1998 (the "**Notice**") and further described in the offer document (the "**Offer Document**") and the exemption document (the "**Exemption Document**") that have been published in accordance with the applicable regulation.

The Offer has not been and will not be made in the United States, Canada, Japan, Australia and any other jurisdictions where making the Offer or tendering therein would not be in compliance with the securities or other laws or regulations of such jurisdiction or would require any registration, approval or filing with any regulatory authority (such jurisdictions, including the United States, Canada, Japan and Australia, the **"Excluded Countries"**), by using national or international instruments of communication or commerce of the Excluded Countries (including, by way of illustration, the postal network, fax, telex, e-mail, telephone and internet), through any structure of any of the Excluded Countries' financial intermediaries or in any other way. No actions have been taken or will be taken to make the Offer possible in any of the Excluded Countries.

Copies of the Notice, the Offer Document, or portions thereof, as well as copies of any documents relating to the Offer, including the Exemption Document, are not and should not be sent, or in any way transmitted, or otherwise distributed, directly or indirectly, in the Excluded Countries. Any person receiving any such



documents shall not distribute, send or dispatch them (whether by post or by any other mean or device of communication or international commerce) in the Excluded Countries. The Notice, the Offer Document, as well as any other document relating to the Offer, including the Exemption Document, do not constitute and shall not be construed as an offer of financial instruments addressed to persons domiciled and/or resident in the Excluded Countries. No securities may be offered or sold in the Excluded Countries without specific authorization in accordance with the applicable provisions of the local law of the Excluded Countries or a waiver thereof.

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This document is not an offer to sell or a solicitation of offers to purchase or subscribe for shares. This document is not a prospectus within the meaning of the Swiss Financial Services Act and not a prospectus under any other applicable laws.

This press release may contain certain forward-looking statements relating to Dufry and its business. Such statements involve certain risks, uncertainties and other factors which could cause the actual results, financial condition, performance or achievements of Dufry to be materially different from those expressed or implied by such statements. Readers should therefore not place undue reliance on these statements, particularly not in connection with any contract or investment decision. Dufry disclaims any obligation to update any such forward-looking statements.



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DUFRY GROUP – LEADING GLOBAL TRAVEL EXPERIENCE PLAYER

Dufry AG (SIX: DUFN), founded in 1865 and headquartered in Basel, Switzerland, delivers a revolutionary travel experience to consumers worldwide by uniquely combining retail, food & beverage and digital. Our company addresses 2.3 billion passengers in more than 75 countries in 5,500 outlets across 1,200 airports, motorways, cruise lines, seaports, railway stations and other locations across all six continents. With the traveler at our core, we are creating value for all our stakeholders including concession and brand partners, employees, communities, and finally, our shareholders.

Sustainability is an inherent element of Dufry's business strategy aiming for sustainable and profitable growth of the company while fostering high standards of environmental stewardship and social equity.

To learn more about Dufry, please visit www.dufry.com